

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

HIGHLAND CDO OPPORTUNITY MASTER FUND, L.P.,

Plaintiff,

– against –

CITIBANK, N.A., CITIGROUP GLOBAL MARKETS INC.,  
CITIGROUP GLOBAL MARKETS LIMITED, and  
CITIGROUP FINANCIAL PRODUCTS INC.,

Defendants.

Case No. 12 Civ. 02827  
(NRB)

Judge Buchwald

ECF Case

CITIBANK, N.A., CITIGROUP GLOBAL MARKETS INC.,  
CITIGROUP GLOBAL MARKETS LIMITED, and  
CITIGROUP FINANCIAL PRODUCTS INC.,

Counterclaim-Plaintiffs,

– against –

HIGHLAND CDO OPPORTUNITY MASTER FUND, L.P.,

Counterclaim-Defendant, and

HIGHLAND CDO OPPORTUNITY FUND GP, L.P., and  
HIGHLAND CAPITAL MANAGEMENT, L.P.,

Additional Defendants to Counterclaim.

**REPLY DECLARATION OF ROBERT J. MCCALLUM**

I, Robert J. McCallum, make this declaration pursuant to 28 U.S.C. § 1746:

1. I am an associate at Freshfields Bruckhaus Deringer US LLP, counsel to Defendants in this action. I am fully familiar with the facts and allegations in this action. I submit this declaration in support of Defendants' Reply Memorandum of Law in Support of Their Motion for Summary Judgment Dismissing the Complaint filed contemporaneously herewith.

2. Attached hereto as Exhibit 1 are true and correct copies of excerpts from the transcript of the February 18-19, 2015 deposition of Brian Bejile.

3. Attached hereto as Exhibit 2 are true and correct copies of excerpts from the

transcript of the October 10, 2014 deposition of Philip Richard Braner.

4. Attached hereto as Exhibit 3 are true and correct copies of excerpts from the transcript of the June 2, 2015 deposition of Daniel I. Castro, Jr.

5. Attached hereto as Exhibit 4 are true and correct copies of excerpts from the transcript of the October 28, 2014 deposition of John Clements.

6. Attached hereto as Exhibit 5 are true and correct copies of excerpts from the transcript of the February 4, 2015 deposition of James David Dondero.

7. Attached hereto as Exhibit 6 are true and correct copies of excerpts from the transcript of the December 11, 2014 deposition of Ansel Eshelman (the “Eshelman Deposition”).

8. Attached hereto as Exhibit 7 is a true and correct copy of a document that was marked as Eshelman Exhibit 8 during the Eshelman Deposition.

9. Attached hereto as Exhibit 8 are true and correct copies of excerpts from the transcript of the June 3, 2015 deposition of Steven M. Hilfer.

10. Attached hereto as Exhibit 9 are true and correct copies of excerpts from the transcript of the October 29, 2014 deposition of Jay Huang.

11. Attached hereto as Exhibit 10 are true and correct copies of excerpts from the transcript of the November 12, 2014 deposition of Gibran Mahmud.

12. Attached hereto as Exhibit 11 are true and correct copies of excerpts from the transcript of the November 10, 2014 deposition of Paul Roos.

13. Attached hereto as Exhibit 12 is a true and correct copy of Amendment No. 1 to Third Amended and Restated Master Financing Agreement, dated August 26, 2008, between Citibank, N.A. and Highland CDO Opportunity Master Fund, L.P. (“CDO Fund”) and accompanying Schedule that was produced by Highland in discovery and bears production

numbers CDO00013223-29. This document was previously filed with the Court without production numbers as Exhibit G to the Declaration of LeRoy Haynes ("Haynes Decl.") (ECF No. 23-7).

14. Attached hereto as Exhibit 13 is a true and correct copy of Amendment No. 1 to Second Amended and Restated Master Financing Agreement, dated August 26, 2008, between Citigroup Financial Products Inc. and CDO Fund and accompanying Schedule that was produced by Highland in discovery and bears production numbers CDO00013230-36. This document was previously filed with the Court without production numbers as Exhibit I to the Haynes Decl. (ECF No. 23-9).

15. Attached hereto as Exhibit 14 is a true and correct copy of the Restated Credit Support Administration Agreement dated October 10, 2008 that was produced by Citi during discovery and bears production numbers CITI-HL-00030934-58.

16. Attached hereto as Exhibit 15 is a true and correct copy of an email from Brian Bejile to Gibran Mahmud and Paul Roos dated October 22, 2008, and its attachment, that was produced by Highland during discovery and bears production numbers CDO00034206-07.

17. Attached hereto as Exhibit 16 is a true and correct copy of an email from Manna Lo to Ryan Grateke and Scott Crowell dated December 12, 2008 that was produced by Citi during discovery and bears production numbers CITI-HL-00043628.

18. Attached hereto as Exhibit 17 is a true and correct copy of an email from Brian Bejile to Raul Roos and Gibran Mahmud dated December 15, 2008, and its attachment, that was

produced by Citi during discovery and bears production numbers CITI-HL-00015974-75.

I declare under penalty of perjury that the foregoing is true and correct.

New York, New York

Dated: August 14, 2015

A handwritten signature in blue ink, appearing to read "Robert J. McCallum", is written over a horizontal line.

Robert J. McCallum